

# Bylaws of the Summit West Neighborhood Association

Bend, Oregon Amended December 9, 2020

## Article 1: Name and Boundaries

### Section 1:

Name – The name of the organization shall be the Summit West Neighborhood Association (the Association).

### Section 2:

Boundaries – The Association encompasses a region (the Neighborhood) generally defined as the area west of 17th street along Skyliner's Road and Shevlin Park Road to the city's Western boundary (including all of Northwest Crossing).

## Article 2: Purpose

### Section 1:

The purposes for which SWNA are organized are:

- A. To maintain, protect, and enhance the livability and sense of community of the Neighborhood.
- B. To preserve and enhance the scenic and recreational values that attracted residents to the neighborhood.
- C. To promote public safety and emergency preparedness.
- D. To provide an open process by which all members of the Association may involve themselves in the affairs of the Neighborhood.
- E. To offer a forum for the collection and discussion of information and opinions on matters of interest to the Neighborhood.
- F. To facilitate the communication of residents' opinions on Neighborhood needs and public issues to governmental bodies and other audiences and facilitate the exchange of information among Neighbors.
- G. To act as a liaison between the Neighborhood and City, County, and State governments and agencies, as well as tax-supported districts, other Neighborhood Associations, and other non-profit organizations and associations.
- H. To be organized exclusively for educational, social, and charitable purposes.

### Section 2:

Limits on Political Activities – The Association may provide forums for the discussion of public issues and candidates, may take and publish polls on Members' opinions on public issues, may adopt resolutions supporting or opposing current or proposed public policies affecting Neighborhood interests, and may present those resolutions to government bodies and other audiences, but will not endorse candidates for elective office.

### Section 3:

Incorporation – Nothing in these bylaws shall preclude the Association from incorporating as an Oregon non-profit organization.

## **Article 3: Membership**

### **Section 1:**

Qualifications – Membership is open to any current resident within the boundaries of SWNA, 18 years of age or older. Membership is also open to any person or legal entity owning real property, leasing or renting real property, operating a business or non-profit organization within the boundaries of SWNA. Membership shall automatically end when a Member ceases to meet the qualifications in this Section.

### **Section 2:**

Membership Application – To become a Member, each person must meet the qualifications of Article 3, Section 1, and submit a Membership Application either online via the organization's website or via a paper form. In the event that a Membership Application is found to have been falsified and the individual does not meet the qualifications of Membership, the rights of Membership shall be revoked immediately and any votes by that individual shall not be counted, and any office to which that person has been elected or appointed shall be considered vacated.

### **Section 3:**

Rights of Membership – Members are entitled to the following rights:

- A. To be notified of and attend any General or Special Membership Meeting and meetings of the Board.
- B. To address any General or Special Membership Meeting.
- C. To make and second motions at all General and Special Membership Meetings.
- D. To cast one vote on any motion duly made and seconded at all General and Special Membership Meetings and in the case of any mail ballots.
- E. To be elected to the Board of Directors and as an Officer of the Association.
- F. To serve on Association Committees and be appointed Chair of a Committee.

### **Section 4:**

Dues – The Association may not charge Membership dues or fees, but voluntary contributions and fundraising shall be allowed and encouraged.

## **Article 4: Membership Meetings**

### **Section 1:**

General Membership Meetings – At least one General Membership Meeting of the Association shall be held annually, either in the Spring or in the Fall, on dates to be set by the Board.

### **Section 2:**

Special Membership Meetings – Special Membership Meetings may be called by the Chair, by a majority of the Directors in office, or by a petition signed by twelve Members and presented to the Chair.

**Section 3:**

Meeting Notices – Notification of the date, place, and agenda shall be provided to Members at least 14 days prior to for General Membership Meetings and at least 3 days prior to Special Membership Meetings. Notice may be posted in local newspapers, on the Association Web site (if available), delivered by mail, e-mail, or telephone (including a voice messaging system), or by other reasonable methods intended to reach a majority of the Members.

**Section 4:**

Meeting Agendas – Working with the Board, the Chair shall prepare an Agenda for General and Special Membership Meetings. Any Member may propose an addition to the Membership Meeting Agenda at the beginning of any Membership Meeting; a motion to add an agenda item requires a second and a majority vote of the Members present at the meeting.

**Section 5:**

Conduct of Meetings

- A. Any General or Special Membership Meeting shall be open to all Members and to the general public.
- B. Any General or Special Membership Meeting may be held in person or by video conference and/or live-streaming, or a combination thereof.
- C. Only Members are eligible to vote. Votes may be conducted by voice, a show of hands, paper ballot, or electronic ballot, at the discretion of the meeting Chair.
- D. D.A quorum of 10 Members is required for votes on any matters at General or Special Membership Meetings, and proxies may be collected from the Members for the purpose of constituting a quorum.
- E. Unless otherwise specified in these Bylaws, decisions shall be made by majority vote of the Members present at the Meeting, either in person or by proxy.
- F. The Chair shall facilitate the meeting and serve as the Presiding Officer; at any meeting where the Chair is not in attendance or if the office of Chair is vacant, the Vice Chair shall serve as presiding officer; if neither the Chair nor Vice Chair are present, the Directors in attendance shall select a person to chair the meeting.
- G. Robert’s Rules of Order (Revised) shall be followed in all areas not covered by these bylaws.
- H. The Secretary (or a designated recorder) shall prepare a written report of any Board, Special or General Membership meeting. Meeting reports shall be posted to the Association Web site(if available) or otherwise made available to the Membership in a timely manner.

**Article 5: Board of Directors and Officers**

**Section 1:**

Powers and Responsibilities – The Board of Directors (Board) shall be the governing body of the Association and shall have the power to:

- A. Exercise general control of the daily operations and activities of the Association and its Officers and Committees.
- B. Approve a budget, authorize expenditures, and enter into contracts on behalf of the Association.
- C. Make decisions on all matters where it is impractical to submit the matter to the Membership in advance.
- D. Appoint Committees to perform necessary functions and represent the Association on specified topics.

## **Section 2:**

### Number of Directors and Terms of Office

- A. The Board shall be composed of an odd number of Directors, with a minimum of five Directors and a maximum of nine Directors.
- B. Directors are elected by the Members to two-year terms. Terms of office shall be staggered, with the minority of positions up for election in one year, and the majority of positions up for election the following year. To accomplish a transition to staggered terms, in the 2019 election (or the first election following a future reactivation of the Association following a period of inactivity), the minority of positions shall be elected for a one-year term and the majority of positions for a two-year term; an election shall be held for the minority of positions again the following year for a two-year term.
- C. Thereafter, elections for expiring or expired terms of Directors shall be held at the General Membership Meeting annually; terms shall begin immediately upon completion of the election.
- D. Directors shall serve until the expiration of the term for which elected or until their successors are elected and qualified, or until they submit a written resignation to the Chair or Secretary or become ineligible for Membership.
- E. Directors are limited to a maximum of ten consecutive years in office (including elections for partial terms), at which time they must go off the Board until the next regular election of Directors.
- F. If any Director should miss four or more sequential Board meetings, the Board may vote to remove the Director and declare the seat vacant.
- G. A Director may be removed from office by a majority vote of the Members present at any General or Special Membership Meeting. The Meeting notice shall include the proposed removal as an agenda item, along with a reason for the proposal.
- H. Should a Director resign, become ineligible for Membership, or be removed, the vacancy shall be filled by a Member elected by a majority vote of the Directors then in office to complete the term. Elections to fill vacant positions shall be held at Regular Board Meetings or General Membership Meetings.
- I. Within the range allowed, the number of Directors may be changed by a majority vote of the Directors then in office. Newly created positions may only be

- filled by a vote of the Members at a General Membership Meeting. Positions may only be eliminated effective as of the end of a Director's term of office.
- J. Any Member may run for a position on the Board by submitting a brief biography by the due date as requested by the current Directors. A Member may also be nominated as a Candidate for the Board by a petition signed by at least four Members (which may include the nominee), presented at a Membership Meeting at which an election is being held.
  - K. In an election to fill a position on the Board, if no Candidate receives a majority of the votes, the position shall remain open if vacant or newly created or shall continue to be filled by the Director whose term is expiring or expired, until the next Regular Board Meeting or General Membership Meeting (as the case may be), at which time another election shall be held.
  - L. If the Board fails to hold an election for expired terms of Directors by December 15